

WC 06-179

505 Sansome Street  
Suite 900  
San Francisco  
California 94111

GOODIN, MACBRIDE,  
SQUERI, RITCHIE & DAY, LLP  
Attorneys at Law

Telephone  
415/392-7900  
Facsimile  
415/398-4321

September 7, 2006

John L. Clark

Writer's Direct Line  
415/765-8443

SECRET FILE COPY ORIGINAL

Federal Communications Commission  
Wireline Competition Bureau - CPD214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

**Re: In the Matter of National ComTel Network, Inc., Transferor, and  
Todd McIntyre, Transferee, Application for authority pursuant to  
Section 214 of the Communications Act of 1934, as amended, for the  
transfer of control of an authorized domestic common carrier**

Dear Sir/Madame:

Enclosed for filing, on behalf of National ComTel Network, Inc. and Todd McIntyre, please find an original and six copies of the above-identified application. This application requests approval for the acquisition by Todd McIntyre of control over National ComTel Network, Inc. A separate application has been filed electronically with the International Bureau.

Also enclosed is a completed Fee Remittance Form 159. As noted, the filing fee has been paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

Enclosures

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCK BOX #

SPECIAL USE ONLY  
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)  
**John L. Clark**

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)  
**\$895.00**

(4) STREET ADDRESS LINE NO. 1  
**505 Sansome Street, Suite 900**

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
**San Francisco**

(7) STATE  
**CA**

(8) ZIP CODE  
**94111**

(9) DAYTIME TELEPHONE NUMBER (include area code)  
**415-765-8443**

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)  
**0012405973**

(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)  
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME  
**National ComTel Network, Inc.**

(14) STREET ADDRESS LINE NO. 1  
**18340 Ventura Blvd., Suite 218**

(15) STREET ADDRESS LINE NO. 2

(16) CITY  
**Tarzana**

(17) STATE  
**CA**

(18) ZIP CODE  
**91356**

(19) DAYTIME TELEPHONE NUMBER (include area code)  
**800-987-0100**

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)  
**0006681514**

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE  
**CUT**

(25A) QUANTITY  
**1**

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE  
**\$895.00**

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

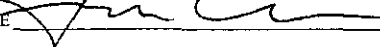
(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, **John L. Clark**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE 

DATE **9-7-06**

**BEFORE THE FEDERAL COMMUNICATIONS COMMISSION**

**WASHINGTON, D.C. 20554**

In the matter of

National ComTel Network, Inc.  
Transferor

and

Todd McIntyre  
Transferee

WC Docket No. 06\_\_\_\_\_

Application for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized domestic common carrier.

**APPLICATION**

National ComTel Network, Inc. ("NCN" or "Transferor") and Todd McIntyre ("Mr. McIntyre" or "Transferee"), collectively "Joint Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Federal Communications Commission ("Commission") Rules, 47 C.F.R. § 63.04, authority for the transfer of control of NCN to Mr. McIntyre.

**I. SUMMARY OF TRANSACTION**

Pursuant to a stock purchase agreement entered into on June 30, 2006, between Jeff Foss, who is NCN's sole existing shareholder, and Mr. McIntyre, Mr. McIntyre will acquire 100% of the issued and outstanding shares of stock in NCN. Following the change of control, NCN will continue providing service to its customers, without change, and in accordance with all

of its existing tariffs and contracts. Thus, the transaction will be completely transparent to customers of NCN.

## **II. REQUEST FOR STREAMLINED PROCESSING**

This application is eligible for streamlined processing under Section 63.03 of the Commission's Rules, 47 CFR § 63.03, because, immediately following the transaction: (1) the Joint Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Joint Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Joint Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

## **III. STATEMENT OF PUBLIC INTEREST**

This transaction is the result of a private investment decision by NCN's sole existing shareholder and Mr. McIntyre, to sell and to buy, respectively, all issued and outstanding stock in NCN. Mr. McIntyre is a long-time management employee of NCN and has considerable carrier operating experience and expertise and, together with other key members of NCN's current management team, will ensure that NCN continues to provide a full range of affordable and high quality interstate and international telecommunications services.

For these reasons, Joint Applicants respectfully submit that this application is in the public interest and should be granted without delay.

**IV. SECTION 63.04 INFORMATION**

Pursuant to Section 63.04 of the Commission's Rules, Joint Applicants submit the following information:

**(a) Names, Addresses, and Telephone Numbers of Applicants**

**(1) Transferor**

National ComTel Network, Inc.  
18340 Ventura Blvd., Ste. 218  
Tarzana, CA 91356  
Tel: 818-881-7900  
Fax: 818-776-9770  
FRN: 0006-6815-14

**(2) Transferee**

Todd McIntyre  
9382 Desert Willow Trail  
Highlands Ranch, CO 303-470-9499  
Tel: 303-470-9499  
FRN: 0015474810

**(b) Jurisdiction of Organization**

NCN is a corporation formed under the laws of the State of California.

Mr. McIntyre is a resident of Colorado and a U.S. citizen.

**(c) Contact Information**

All correspondence and other communications concerning this application should be directed to:

John L. Clark  
Goodin, MacBride, Squeri  
Ritchie & Day LLP  
505 Sansome Street, 9<sup>th</sup> Floor  
San Francisco, California 94111  
Tel: 415-765-8443  
Fax: 415-398-4321  
E-mail: [jclark@gmssr.com](mailto:jclark@gmssr.com)

**(4) Ownership**

**(i) Transferor** The following persons own or control a 10% or greater equity or voting interest in NCN:

Name and Address	Citizenship	Principal Business	Percentage Ownership in NCN
Jeff Foss Chief Executive Officer National Comtel Network, Inc. 18340 Ventura Blvd., Ste. 218 Tarzana, CA 91356	United States	Telecommunications	100%

**(ii) Transferee** The Transferee is an individual. Following consummation of the proposed transaction, the Transferee will directly own and control 100% of the equity or voting interests in NCN:

Name and Address	Citizenship	Principal Business	Proposed Ownership in NCN
Todd McIntyre National Comtel Network, Inc. 18340 Ventura Blvd., Ste. 218 Tarzana, CA 91356	United States	Telecommunications	100%

**(5)** As evidenced their signatures to this application, below, the parties certify under penalty of perjury under the laws of the United States that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

**(6)** A description of the transaction is set forth above in section I of this application.

**(7)** NCN is a non-dominant interexchange and competitive local exchange carrier operating in California. NCN provides intrastate, interstate, and international telephone service to business customers. Mr. McIntyre is a manager of NCN.

(8) As noted above, this application is eligible for streamlining because, immediately following the transaction: (1) the Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

(9) Through a related application being filed electronically, Applicants are seeking authority for the transfer of control with respect to NCN's international Section 214 authorization.

(10) Applicants are not seeking special consideration of this application as neither party is facing imminent business failure.

(11) Not applicable.

(12) A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in Section III.

### **CONCLUSION**

As demonstrated in this application, Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 17<sup>th</sup> day of August 2006 at San Francisco, California.

GOODIN, MACBRIDE, SQUERI,  
RITCHIE & DAY, LLP

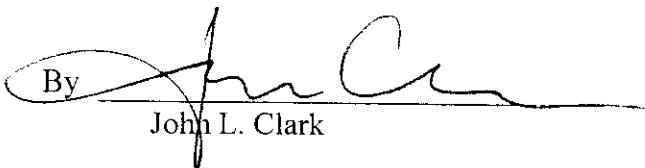
John L. Clark

505 Sansome Street, Suite 900  
San Francisco, California 94111

Telephone: (415) 765-8443

Facsimile: (415) 398-4321

E-Mail: jclark@gmssr.com

By   
John L. Clark

Attorneys for Applicants



## LIST OF ATTACHMENTS

Certification of Transferor

Certification of Transferee

2221/001/X80080.v1

## CERTIFICATION OF TRANSFEROR

On behalf of National ComTel Network, Inc. ("NCN"), I hereby certify under penalty of perjury under the laws of the United States that I am an officer of NCN, that I am authorized to make this certification on its behalf, and that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

By: 

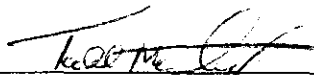
Name: Jeff Foss

Title: Chief Executive Officer

Date: August 17, 2006

## CERTIFICATION OF TRANSFEREE

I hereby certify that the statements in the foregoing application by me are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

  
\_\_\_\_\_  
Todd McIntyre

Date: Aug 17, 2006